

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3483811

The Registrar of Companies for England and Wales hereby certifies that
MEAUJO (363) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

THE OLD MILL HOUSE (MILLERS QUAY) APARTMENTS
MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 19th January 1998



C03483811

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

LDS
036926
£10

Company Number: 3483811

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEAUJO (363) LIMITED

WRITTEN RESOLUTION
OF
MEMBERS

We being the holder of all the issued ordinary shares having the right to vote at any general meeting hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) (to the intent that the following resolutions shall be as effectual as if passed as special resolutions at a general meeting duly convened and held) as follows:

Special Resolutions

1. That subject to the approval of the Register of Companies the name of the Company be and is hereby changed to The Old Mill House (Millers Quay) Apartments Management Company Limited.
2. That the authorised share capital of the company be and is hereby reduced to £7 by the cancellation of 9993 unissued ordinary shares of £1 each.
3. That the memorandum of association of the Company be amended with respect to its objects by the adoption of the objects clause marked "A" attached to this



written resolution as the new clause 3 of the memorandum of association of the company in substitution for the existing clause 3 of the memorandum of association.

4. That the articles of association marked "B" attached to this written resolution be and hereby are adopted as the articles of association of the company in substitution for the existing articles of association.

Date: 9 January 1998

.....
for and on behalf of

PHILSEC LIMITED

3. In this and subsequent clauses, if not consistent with the subject or context, the words set out below shall bear the meanings set opposite them:-

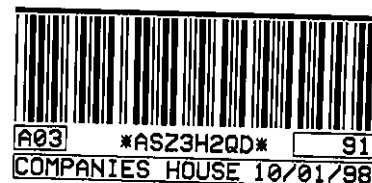
Common Parts: Those parts of the Estate which are not Flats and, and without prejudice to the generality of the foregoing, by, on, over or through which services are provided or amenity afforded to the Estate as a whole or to the Owners generally as the same is for purposes of identification only shown striped on the Transfers.

The Estate: The land situate at and surrounding the Old Mill House known as Alrewas Mill whose address is Off Church Road, Alrewas, Staffordshire which is comprised within the estate known as Millers Quay as the same is registered at HM Land Registry under title number SF 385662 and all or any other land or lands which Cala Homes (Midlands) Limited shall declare by notice to the Company (given within twenty five years of the date of adoption of this clause 3) as forming part of the Estate.

Flat: A flat on the Estate the garage, if appropriate, and garden or other land enjoyed exclusively by that flat as the same is for the purposes of identification only edged red on the relevant Transfer.

Owner: The freehold proprietor of a Flat and the personal representatives of such freeholder.

Transfer: The Deed of Transfer of a Flat in favour of the



original Owner of that Flat.

The Company's objects are

- (a) To act as an association of and for the Owners and to manage and administer the Common Parts and the Estate generally.
- (b) To provide such services for the residents of the Estate and to carry out such reconstruction, renewal, repairs, maintenance or renovation thereto as the Board may consider necessary or desirable and to provide or procure the provision of such services as may be required or expedient and to levy a service charge in accordance with the provisions of the Transfers.
- (c) To make rules for the management of the Estate and the mutual convenience of the residents of the Estate provided that no such rules (which may include appropriate sanctions) shall be effective unless approved (or amended) by a special resolution of the members of the Company.
- (d) To purchase or sell, to take or let on lease, to take or give in exchange or hire, or otherwise acquire, grant, hold or dispose of for any estate or interest any real or personal property, and such other rights and interest in property as the Company shall think fit.
- (e) To carry on any other trade or business whatever which, in the opinion of the members of the Board, can be advantageously carried on in connection with or ancillary to the business of the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

- (f) To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (g) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit.
- (h) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Company.
- (i) To engage and pay such surveyors, agents, solicitors and other professional persons and contractors and workmen and to employ such staff as are considered necessary for furthering the objects of the Company.
- (j) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (k) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (l) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To accept payment for any property or rights sold or otherwise disposed of or dealt in or with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares or

stock of any company or corporation with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one manner and partly in another, and generally on such terms as may seem expedient and to hold, dispose of or otherwise deal in or with any shares, stock or securities so acquired.

- (n) To insure the Company, its officers, contractors and employees and its property against all risks to which it or they may be or become liable.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (p) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects.

None of the objects set forth in any sub-clause of this clause shall be restrictively construed, but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and

every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.